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14 **UNITED STATES BANKRUPTCY COURT**

15 **DISTRICT OF NEVADA**

16 In re

17 Case No. BK-S-14-10357-abl

18 MARTIFER SOLAR USA, INC., a
 19 California corporation,
 20 Debtor.

21 Chapter 11

22 **SECURED CREDITOR CATHAY
 23 BANK'S LIMITED OPPOSITION TO
 24 EMERGENCY MOTION FOR ORDER
 25 DIRECTING JOINT ADMINISTRATION
 26 OF RELATED CASES PURSUANT TO
 27 BANKRUPTCY RULE 1015(B) AND
 28 LOCAL RULE 1015**

29 Hearing Date: January 28, 2014
 30 Hearing Time: 9:30 a.m.

31 Secured creditor Cathay Bank ("Bank") submits this Limited Opposition to Emergency Motion
 32 for Order Directing Joint Administration of Related Cases Pursuant to Bankruptcy Rule 1015(b) and
 33 Local Rule 1015 ("Joint Administration Motion") filed by debtor Martifer Solar USA, Inc. ("Martifer
 34 USA") on January 22, 2014. [ECF No. 9.]

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1 Martifer USA is a California corporation headquartered and with its sole office in Los
 2 Angeles. [Omnibus Declaration of Klaus Bernhart in Support of First Day Motions ("Bernhart
 3 Declaration") ¶ 15 filed January 22, 2014 (ECF No. 15).] Martifer Aurora Solar, LLC ("Martifer
 4 Aurora" and with Martifer USA, "Debtors") is a Nevada limited liability company whose principal
 5 place of business, and whose principal assets, are in Los Angeles, California. [Bankr. D. Nev. Case
 6 No. 14-10355 ECF No. 1.] Martifer Aurora is a wholly-owned subsidiary of Martifer USA. [Bernhart
 7 Declaration ¶ 15.] Other than the fact that Martifer Aurora is organized under Nevada law, the only
 8 apparent connection Martifer USA has to Las Vegas, Nevada, is that Martifer USA's bankruptcy
 9 counsel has an office in Las Vegas as well as Los Angeles.

10 While venue of this case may be proper in the District of Nevada under 28 U.S.C. § 1408, the
 11 Bank believes that transferring the Debtors' cases to the Central District of California is appropriate
 12 under 28 U.S.C. § 1412. The Bank is contemplating filing a motion to transfer venue, and respectfully
 13 requests that any order approving the Joint Administration Motion make clear that such order is
 14 without prejudice to severing the joint administration of these cases should the Court grant a motion to
 15 transfer venue as to only one of these cases.¹

16 The Bank also respectfully requests that any order approving the Joint Administration Motion
 17 make clear that these cases have not been substantively consolidated. The Joint Administration
 18 Motion makes clear that substantive consolidation is not sought at this time, but the Debtors' other
 19 pleadings in these cases (e.g., the Debtors' cash collateral motions and post-petition financing
 20 motions) do not reflect the corporate separateness of the Debtors.

21 DATED: January 27, 2014

FRANDZEL ROBINS BLOOM & CSATO, L.C.
 MICHAEL GERARD FLETCHER
 REED S. WADDELL

23 By: /s/ Michael Gerard Fletcher
 24 MICHAEL GERARD FLETCHER
 25 Attorneys for Secured Creditor CATHAY BANK

27 ¹ By filing this Opposition or any other pleading in this case, the Bank in no way consents to
 28 venue in the District of Nevada.